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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746
REGARDING JOINT MOTION PURSUANT TO SECTIONS 105(a)
OF THE BANKRUPTCY CODE AND RULE 9019 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE TO APPROVE SETTLEMENT
AGREEMENT BETWEEN LEHMAN BROTHERS HOLDINGS INC., AND JAMES W.
GIDDENS, AS TRUSTEE FOR LEHMAN BROTHERS INC., REGARDING LEHMAN
BROTHERS UNCLAIMED FUNDS IN COURT REGISTRY AND RELATED RELIEF**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures [Docket No. 9635] (the "Second Amended Case Management Order"), the undersigned hereby certifies as follows:

1. On July 26, 2011, the undersigned, Lehman Brothers Holdings Inc. ("LBHI," and together with its affiliated debtors in the above-referenced chapter 11 cases, as

debtors and debtors in possession, the “Debtors”), caused the Joint Motion Pursuant to Sections 105(a) of the Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure to Approve Settlement Agreement Between Lehman Brothers Holdings Inc., and James W. Giddens, as Trustee for Lehman Brothers Inc., Regarding Lehman Brothers Unclaimed Funds in Court Registry and Related Relief (the “Motion”) and Notice of Hearing on the Motion [LBHI Docket No. 18792] to be filed with the United States Bankruptcy Court for the Southern District of New York.

2. In accordance with the Second Amended Case Management Order, August 10, 2011 at 4:00 p.m. (Prevailing Eastern Time), was established as the deadline for parties to object or file a response to the Motion (the “Objection Deadline”). The Second Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections have been filed prior to the relevant Objection Deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Objection Deadline has now passed and, to the best of my knowledge, no objection or other responsive pleading to the Motion have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Second Amended Case Management Order, nor has any objection or other responsive pleading with respect to the Motion been served on Debtors’ counsel.

4. Accordingly, for the reasons set forth in the Motion, the Debtors respectfully request that the proposed Order annexed hereto as Exhibit A, and unmodified

since the filing of the Motion, be entered in accordance with the procedures described in the
Second Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: August 16, 2011
New York, New York

/s/ Robert J. Lemons
Robert J. Lemons

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Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
-----X	

-----X	
In re	: SIPA Case No.
	:
LEHMAN BROTHERS INC.,	: 08-01420 (JMP)
	:
Debtor.	:
-----X	

**ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE AND
RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
APPROVING SETTLEMENT AGREEMENT BETWEEN LEHMAN BROTHERS
HOLDINGS INC., AND JAMES W. GIDDENS, AS TRUSTEE FOR LEHMAN
BROTHERS INC., REGARDING LEHMAN BROTHERS UNCLAIMED FUNDS
IN COURT REGISTRY AND RELATED RELIEF**

Upon the motion, dated July 26, 2011 (the “Motion”),¹ of Lehman Brothers Holdings Inc. (“LBHI”) and James W. Giddens, Trustee for the SIPA Liquidation of Lehman Brothers Inc. (the “SIPA Trustee”), for authorization and approval, pursuant to Sections 105(a) of title 11 of the United State Code (the “Bankruptcy Code”) and rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), of a Settlement Agreement, and to enter an order for approval of the Settlement Agreement, all as more fully described in the Motion; and the Court having jurisdiction in the Chapter 11 Cases to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District

¹ Capitalized terms used but not defined in this Order have the meanings ascribed to them in the Motion.

of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein in the Chapter 11 Cases being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue as to the Chapter 11 Cases being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having jurisdiction to consider the Motion and the relief requested in the SIPA Proceeding pursuant to SIPA § 78eee(b)(4); and venue as to the SIPA Proceeding being proper before this Court pursuant to SIPA §§ 78eee(a)(3) and 78aa; and due and proper notice of the Motion having been provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, LBI, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted in all respects; and it is further

ORDERED that the Settlement Agreement is authorized and approved pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that LBHI and the SIPA Trustee are authorized to take any and all actions reasonably necessary to consummate the Settlement Agreement and perform any and all obligations contemplated therein; and it is further

ORDERED that the Clerk of the Court shall distribute the Lehman Brothers Unclaimed Funds and all interest accrued thereto through the date of distribution to the SIPA Trustee so that the SIPA Trustee shall effectuate the allocation and distribution of the

Lehman Brothers Unclaimed Funds pursuant to the terms of the Settlement Agreement and this Order; and it is further

ORDERED that the New York State Comptroller Office of Unclaimed Funds (the “NYS OUF”) shall make all future distributions of Lehman Brothers Unclaimed Funds to the SIPA Trustee on an annual basis and the SIPA Trustee shall promptly allocate and distribute such Funds, as further described in the Settlement Agreement, and the SIPA Trustee and the LBHI Entities shall hold the NYS OUF harmless upon receipt by the SIPA Trustee of each such distribution; and it is further

ORDERED that, upon receipt by Unclaimed Property Recovery Services, Inc. (“UPRS”) of a final distribution of Lehman Brothers Unclaimed Property pursuant to the UPRS Stipulation, the SIPA Trustee’s obligations under the UPRS Stipulation shall be deemed fully and forever satisfied and UPRS shall have no further claim arising from or relating to any portion of the Lehman Brothers Unclaimed Funds or any future distribution to LBI or the Debtors from the NYS OUF; and it is further

ORDERED the Court shall retain jurisdiction to (i) enforce and implement the terms and provisions of the Settlement Agreement and resolve disputes thereunder and (ii) implement and enforce the provisions of this Order; and it is further

ORDERED that all objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits; and it is further

ORDERED that the failure to specifically include any particular provision of the Settlement Agreement in this Order shall not diminish or impair the effectiveness of such

provision, it being the intent of the Court that the implementation of the transactions contemplated in the Settlement Agreement be approved in its entirety; and it is further

ORDERED that this Order shall be effective and enforceable immediately upon entry.

Dated: _____, 2011
New York, New York

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE